

HOGAN & HARTSON DOCKET FILE COPY ORIGINAL
L.L.P.

YARON DORI
PARTNER
(202) 637-5458
YDORI@HHLAW.COM

November 18, 2004

COLUMBIA SQUARE
555 THIRTEENTH STREET, NW
WASHINGTON, DC 20004-1109
TEL (202) 637-5600
FAX (202) 637-5910
WWW.HHLAW.COM

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

RECEIVED

NOV 18 2004

Federal Communications Commission
Office of Secretary

Re: WC Docket No. 04-392
WC Docket No. 04-393
File No. SES-T/C-20041001-01572
File No. ITC-T/C-20041001-00386
File No. ITC-T/C-20041001-00387
File No. ITC-T/C-20041001-00388
File No. ITC-T/C-20041001-00389
File No. ITC-T/C-20041001-00390

No. of Copies rec'd 14
Lit ABCDE

Dear Secretary Dortch:

At the request of staff, ITC^DeltaCom, Inc. ("ITC^DeltaCom"), by its attorneys and pursuant to section 1.65 of the Commission's rules, 47 C.F.R. § 1.65, hereby submits this filing to update the records pertaining to the above-referenced transfer of control applications.¹

On October 1, 2004, ITC^DeltaCom filed the above-referenced applications to effectuate its acquisition of Florida Digital Network, Inc. ("FDN"), and Network Telephone Corporation ("NTC"). In its applications, ITC^DeltaCom

¹ Section 1.65 of the Commission's rules requires an applicant to ensure the continuing accuracy and completeness of all information submitted in connection with an application pending before the Commission. As of the date of this filing, ITC^DeltaCom's applications in WC Docket Nos. 04-392 and 04-393 and File No. SES-T/C-20041001-01572 are pending. Although ITC^DeltaCom's applications in File Nos. ITC-T/C-20041001-00386, ITC-T/C-20041001-00387, ITC-T/C-20041001-00388, ITC-T/C-20041001-00389, and ITC-T/C-20041001-00390 have been approved, ITC^DeltaCom submits this filing at the request of staff to ensure that the files pertaining to those applications are complete.

Letter to Secretary Dortch

November 18, 2004

Page 2

noted that its principal investors and controlling shareholders, Welsh, Carson, Anderson & Stowe VIII, L.P., WCAS Capital Partners III, L.P., and WCAS Information Partners, L.P. (collectively "Welsh Carson"), together currently own capital stock in ITC^DeltaCom representing approximately 59 percent of the outstanding stockholder votes pertaining generally to matters presented for vote by the holders of ITC^DeltaCom common stock.

The applications also stated that upon consummation of ITC^DeltaCom's acquisition of FDN, Welsh Carson's voting ownership interest in ITC^DeltaCom will decline to approximately 41 percent; and that upon consummation of ITC^DeltaCom's acquisition of NTC, which is contingent on the prior consummation of the merger between ITC^DeltaCom and FDN, Welsh Carson's voting ownership interest in ITC^DeltaCom will decline to approximately 37 percent. The applications therefore noted that Welsh Carson will no longer have a controlling interest in ITC^DeltaCom upon consummation of the FDN transaction or upon consummation of the NTC transaction.

On November 12, 2004, ITC^DeltaCom issued and sold to Welsh Carson, for a purchase price of \$15 million, an aggregate of 150,000 shares of ITC^DeltaCom's 8% Series B Convertible Redeemable Preferred Stock. Welsh Carson's acquisition of these additional 150,000 shares for \$15 million increased Welsh Carson's holdings of capital stock and voting ownership interests in ITC^DeltaCom from the levels described in the applications and cited above to the following:

FDN Transaction

- Pre-consummation: From approximately 59 percent to approximately 61 percent
- Post-consummation: From approximately 41 percent to approximately 43 percent

NTC Transaction

- Post-consummation: From approximately 37 percent to approximately 40 percent

HOGAN & HARTSON L.L.P.

Letter to Secretary Dortch


November 18, 2004

Page 3

Notably, these increases do not change the representations made in the applications regarding the parties from which – and to which – control of the affected entities will transfer pursuant to the transactions.

Please contact the undersigned if you have any questions concerning this submission.

Respectfully submitted,


Yaron Dori

cc: Susan O'Connell, International Bureau
JoAnn Lucanik, International Bureau
Alexis Johns, Wireline Competition Bureau